

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

DECLARATION OF ANDREW C. FINCH

Andrew C. Finch, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am counsel with the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP, counsel to Defendants MasterCard International Incorporated and MasterCard Incorporated.

2. I submit this Declaration in support of the Motion to Dismiss the First Amended Supplemental Class Action Complaint.

3. Attached to this Declaration as Exhibit A is a true and correct copy of MasterCard Incorporated, Amendment No. 8 to Form S-1 Registration Statement (Form S-1/A), at 1-10, 13-34, 134-143, and Ex. 3.1(a) pp.1-3 (May 23, 2006), which, as of the date of this Declaration, is publicly available in its entirety at <http://investorrelations.mastercardintl.com/>.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 31, 2009

By:



Andrew C. Finch

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